

# **EXHIBIT 1**

VIDEOTAPED DEPOSITION OF CHARLES GOUNARIS  
CONDUCTED ON TUESDAY, MAY 18, 2010

1 (Pages 1 to 4)

<p style="text-align: right;">1</p> <p>1 IN THE UNITED STATES DISTRICT COURT</p> <p>2 FOR THE EASTERN DISTRICT OF VIRGINIA</p> <p>3 Richmond Division</p> <p>4 ePLUS INC. :</p> <p>5 Plaintiff :</p> <p>6 v. : Civil Action No.</p> <p>7 LAWSON SOFTWARE, INC. : 3:09-CV-620 (JRS)</p> <p>8 Defendant :</p> <p>9 -----</p> <p>10 Videotaped Deposition of CHARLES GOUNARIS</p> <p>11 Washington, DC</p> <p>12 Tuesday, May 18, 2010</p> <p>13 10:34 a.m.</p> <p>14 Job No.: 1-178479</p> <p>15 Pages: 1 - 141</p> <p>16 Reported By: Dawn M. Hart, RPR/RMR</p> <p>17 Videographer: Cali Day</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p>	<p style="text-align: right;">3</p> <p style="text-align: center;">A P P E A R A N C E S</p> <p>1 ON BEHALF OF THE PLAINTIFF:</p> <p>2 SCOTT L. ROBERTSON, ESQUIRE</p> <p>3 GOODWIN PROCTER LLP</p> <p>4 901 New York Avenue, Northwest</p> <p>5 Washington, DC 20001</p> <p>6 (202) 346-4000</p> <p>7</p> <p>8</p> <p>9 ON BEHALF OF THE DEFENDANT:</p> <p>10 WILLIAM D. SCHULTZ, ESQUIRE</p> <p>11 MERCHANT &amp; GOULD</p> <p>12 3200 IDS Center</p> <p>13 80 South Eighth Street</p> <p>14 Minneapolis, Minnesota 55402-2215</p> <p>15 (612) 332-5300</p> <p>16</p> <p>17 ALSO PRESENT: Robert Kinross</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p>
<p style="text-align: right;">2</p> <p>1</p> <p>2 Videotaped deposition of Charles Gounaris, held</p> <p>3 at the law offices of:</p> <p>4</p> <p>5 GOODWIN PROCTER LLP</p> <p>6 901 New York Avenue, Northwest</p> <p>7 Washington, DC 20001</p> <p>8 (202) 346-4000</p> <p>9</p> <p>10</p> <p>11 Pursuant to Notice, before Dawn M. Hart,</p> <p>12 RPR/RMR and Calid Day, Notary Public in and for the</p> <p>13 District of Columbia.</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p>	<p style="text-align: right;">4</p> <p style="text-align: center;">C O N T E N T S</p> <p>1 EXAMINATION OF CHARLES GOUNARIS PAGE</p> <p>2 By Mr. Robertson 7</p> <p>3 By Mr. Schultz</p> <p>4 By Mr. Robertson</p> <p>5</p> <p>6 E X H I B I T S</p> <p>7 (Exhibits were attached.)</p> <p>8 GOUNARIS DEPOSITION EXHIBITS PAGE</p> <p>9 Exhibit 1 Notice/Subpoena 24</p> <p>10 Exhibit 2 G 0009362-63 Retainer Agreement</p> <p>11 4/7/10 54</p> <p>12 Exhibit 3 Schematic 56</p> <p>13 Exhibit 4 G 0009541 Non-disclosure</p> <p>14 Agreement 59</p> <p>15 Exhibit 5 ePlus 0228234-237 Agreement re</p> <p>16 Exchange of Confidential</p> <p>17 Information 71</p> <p>18 Exhibit 6 Statement of Work 2/8/94 74</p> <p>19 Exhibit 7 Statement of Work 3/16/94</p> <p>20 EPFS 000297 - 318 76</p> <p>21 Exhibit 8 Statement of Work 3/16/94</p> <p>22 revised 3/16/94 89</p>

<p style="text-align: right;">13</p> <p>1     <b>A</b>   <b>Sounds right.</b></p> <p>2     Q    Have you submitted any other recent invoices</p> <p>3   for your time?</p> <p>4     <b>A</b>   <b>No.</b></p> <p>5     Q    Okay. Do you intend on submitting an</p> <p>6   invoice for your time in preparation for today's</p> <p>7   deposition and for today's testimony?</p> <p>8     <b>A</b>   <b>Not for the testimony. As I understand,</b></p> <p>9   <b>that's not appropriate.</b></p> <p>10    Q    I understand that applies only to your trial</p> <p>11   testimony, not to your deposition testimony.</p> <p>12    <b>A</b>   <b>I didn't understand it that way.</b></p> <p>13    Q    Okay. We'll go through that agreement,</p> <p>14   maybe I've educated you.</p> <p>15       How much money did you make from the SAP</p> <p>16   trial?</p> <p>17    <b>A</b>   <b>Well, I would have to estimate. From my</b></p> <p>18   <b>recollection there was a series of invoices, so --</b></p> <p>19    Q    You were there at trial for a few days.</p> <p>20    <b>A</b>   <b>Yeah, for a day before, and that, and then</b></p> <p>21   <b>we met one or two times. I would imagine it was under</b></p> <p>22   <b>\$20,000, but it was probably 15 to 20, in that range I</b></p>	<p style="text-align: right;">15</p> <p>1     Q    One time?</p> <p>2     <b>A</b>   <b>One time. I didn't send anything other than</b></p> <p>3   <b>last night I brought something up, but that was it.</b></p> <p>4     Q    How did you -- I'm sorry, last night you</p> <p>5   identified something add --</p> <p>6     <b>A</b>   <b>An E-mail form that was an IBM customer</b></p> <p>7   <b>agreement.</b></p> <p>8     Q    Is it an IBM customer agreement that was</p> <p>9   with Fisher Scientific?</p> <p>10    <b>A</b>   <b>No, it was just an example of something that</b></p> <p>11   <b>I brought to Will's attention.</b></p> <p>12    Q    Now these documents you've been providing to</p> <p>13   counsel in this one-time production --</p> <p>14    <b>A</b>   <b>Right.</b></p> <p>15    Q    -- they're IBM documents, right?</p> <p>16    <b>A</b>   <b>They were my documents that I had at home.</b></p> <p>17   <b>I mean, they -- I don't know how to -- I'm not sure</b></p> <p>18   <b>exactly what you're asking me.</b></p> <p>19    Q    Well, they're in your possession but they're</p> <p>20   IBM documents, right?</p> <p>21    <b>A</b>   <b>They were the documents that were from the</b></p> <p>22   <b>work -- my work history that I still had in file.</b></p>
<p style="text-align: right;">14</p> <p>1   <b>would estimate.</b></p> <p>2     Q    You indicated that you first spoke to</p> <p>3   counsel for Lawson, current counsel for Lawson,</p> <p>4   Merchant &amp; Gould, sometime February, March of this</p> <p>5   year; do you recall that?</p> <p>6     <b>A</b>   <b>Actually I thought I said maybe more like</b></p> <p>7   <b>March or April.</b></p> <p>8     Q    Fine. Did you provide documents to counsel</p> <p>9   at that time?</p> <p>10    <b>A</b>   <b>Yes -- well, subsequent to that</b></p> <p>11   <b>conversation.</b></p> <p>12    Q    Okay. And you've continued to provide</p> <p>13   documents to counsel; isn't that right?</p> <p>14    <b>A</b>   <b>I provided what I had.</b></p> <p>15    Q    Okay. Well, just this past Friday we got</p> <p>16   14,000 more pages of documents that were represented</p> <p>17   that came from you. Is that --</p> <p>18    <b>A</b>   <b>Yeah, I sent a lot of stuff up a while ago,</b></p> <p>19   <b>so if you just got it, that's right.</b></p> <p>20    Q    Do you know when you first started providing</p> <p>21   documents to counsel?</p> <p>22    <b>A</b>   <b>I sent that all in one shipment.</b></p>	<p style="text-align: right;">16</p> <p>1     Q    But they're IBM documents, right, sir?</p> <p>2     <b>A</b>   <b>Probably. Most probably are.</b></p> <p>3     Q    This customer, IBM customer agreement that</p> <p>4   you just produced to counsel last night, that's an IBM</p> <p>5   document, right?</p> <p>6     <b>A</b>   <b>Right. Pulled it off the internet.</b></p> <p>7     Q    When did you leave IBM?</p> <p>8     <b>A</b>   <b>Right after the year 2000. Right after the</b></p> <p>9   <b>year 2000. So probably early 2001, I think is what it</b></p> <p>10   <b>was.</b></p> <p>11    Q    Why did you leave?</p> <p>12    <b>A</b>   <b>We were -- well, mostly it was to pursue</b></p> <p>13   <b>better opportunities.</b></p> <p>14    Q    Were you terminated, or did you leave on</p> <p>15   your own accord?</p> <p>16    <b>A</b>   <b>We were restructuring and I had been through</b></p> <p>17   <b>about a half a dozen restructuring efforts, so I had</b></p> <p>18   <b>the opportunity to stay and I couldn't find -- I</b></p> <p>19   <b>couldn't find a role that worked for me personally, so</b></p> <p>20   <b>I guess it was I had to leave because I couldn't find</b></p> <p>21   <b>something that worked for me.</b></p> <p>22    Q    So I guess I'm a little confused. Were you</p>

<p style="text-align: right;">17</p> <p>1 terminated, or did you leave on your own accord?</p> <p>2 <b>A Well, as a result of the restructuring I</b></p> <p>3 <b>would have had to relocate. And I was given a time</b></p> <p>4 <b>period to find another job because the role I had was</b></p> <p>5 <b>being phased out, and I couldn't find something that</b></p> <p>6 <b>worked for me, so I left. So I'd say it was a</b></p> <p>7 <b>combination of maybe both. The role I had was</b></p> <p>8 <b>eliminated, I had time to find another option and I</b></p> <p>9 <b>couldn't find something that worked, so I left.</b></p> <p>10 Q At the time of your leaving, whether it was</p> <p>11 of your own accord or by the fact that your position</p> <p>12 had been changed --</p> <p>13 <b>A Yeah.</b></p> <p>14 Q -- you had an exit interview as an employee;</p> <p>15 isn't that right?</p> <p>16 <b>A Yes.</b></p> <p>17 Q And when you entered into the employment</p> <p>18 with IBM, what year was that?</p> <p>19 <b>A That was around 19 -- 1990. Right after New</b></p> <p>20 <b>Year's of 1990.</b></p> <p>21 Q So you were there about 10 years, correct?</p> <p>22 <b>A Right, a little over 10 years.</b></p>	<p style="text-align: right;">19</p> <p>1 IBM you were permitted to take IBM's documents when</p> <p>2 you are terminated from their employment?</p> <p>3 <b>A I had no issue with -- IBM was aware of the</b></p> <p>4 <b>fact that I boxed up what I had in my files and took</b></p> <p>5 <b>it home, and there wasn't a problem with it when I</b></p> <p>6 <b>left.</b></p> <p>7 Q Did you have it electronically, or did you</p> <p>8 have it in hard copies, or both?</p> <p>9 <b>A I had a lot of hard copy, which was just</b></p> <p>10 <b>pulled out of the files. I'm not sure what I had</b></p> <p>11 <b>electronically to coincide with it.</b></p> <p>12 Q Well, did you produce any electronic</p> <p>13 documents to counsel for Lawson?</p> <p>14 <b>A I think I sent all hard copy.</b></p> <p>15 Q Who did you tell at IBM that you were taking</p> <p>16 their documents when you left the employment in 2000?</p> <p>17 <b>A I'm not sure that I told -- I'm not sure</b></p> <p>18 <b>that I talked about -- what I had is a period of time,</b></p> <p>19 <b>because I knew when I was leaving, that I boxed stuff</b></p> <p>20 <b>up and shipped it home. And I mean I just think it</b></p> <p>21 <b>was the same process that everybody else was going</b></p> <p>22 <b>through, so it really wasn't -- there was no formal --</b></p>
<p style="text-align: right;">18</p> <p>1 Q And at the time you entered the employment,</p> <p>2 you signed an employee agreement; isn't that right?</p> <p>3 IBM requires all their employees to sign those</p> <p>4 agreements?</p> <p>5 <b>A If I was required to sign one, I probably</b></p> <p>6 <b>did.</b></p> <p>7 Q And one of the terms of the agreement is</p> <p>8 that when you're terminated or you leave the</p> <p>9 employment of IBM, you won't take any documents with</p> <p>10 you. It's property of IBM, correct?</p> <p>11 MR. SCHULTZ: Counsel, do you have a copy of</p> <p>12 the employment agreement?</p> <p>13 MR. ROBERTSON: Just asking the witness.</p> <p>14 <b>A I don't recall what was on the --</b></p> <p>15 MR. SCHULTZ: No, answer my question,</p> <p>16 please. Do you have a copy of the agreement?</p> <p>17 MR. ROBERTSON: I don't have a copy. His</p> <p>18 agreement wasn't produced to us.</p> <p>19 MR. SCHULTZ: Okay.</p> <p>20 MR. ROBERTSON: Just asking him.</p> <p>21 BY MR. ROBERTSON:</p> <p>22 Q Do you know whether or not as an employee of</p>	<p style="text-align: right;">20</p> <p>1 <b>no formality around it.</b></p> <p>2 Q So my question is did you tell anybody that</p> <p>3 you were taking IBM documents when you left the</p> <p>4 employment in 2000?</p> <p>5 <b>A My recollection would be that I said that I</b></p> <p>6 <b>was packing up my stuff that I had my in my files and</b></p> <p>7 <b>taking it home, and I don't think there was any issue</b></p> <p>8 <b>with that came --</b></p> <p>9 Q My question is did you tell anybody at IBM,</p> <p>10 a name you can give me, that you were taking documents</p> <p>11 when you left in 2000?</p> <p>12 <b>A I can't give you a name.</b></p> <p>13 Q Okay. Would you be troubled if I called up</p> <p>14 IBM and told them that you took documents in 2000 when</p> <p>15 you left the employment?</p> <p>16 <b>A No.</b></p> <p>17 Q That doesn't -- wouldn't concern you?</p> <p>18 <b>A No, because I didn't think I was doing</b></p> <p>19 <b>anything inappropriate, so -- I am -- certainly they</b></p> <p>20 <b>knew I had boxed up stuff and left. It was things I</b></p> <p>21 <b>worked on. It wasn't uncommon I don't think.</b></p> <p>22 Q Well, you're not aware that IBM has a policy</p>

<p style="text-align: right;">21</p> <p>1 that any employee who leaves their employ can't take</p> <p>2 any IBM documents with them?</p> <p>3 <b>A I'm not aware that there was a policy that</b></p> <p>4 <b>said that I couldn't take any of the documents that I</b></p> <p>5 <b>took home with me or I wouldn't have done it.</b></p> <p>6 Q What was the volume of documents that you</p> <p>7 presented to counsel back in April of this year?</p> <p>8 <b>A Well, everything I had I fit in one box and</b></p> <p>9 <b>I mailed it, overnighted it, so --</b></p> <p>10 Q One box?</p> <p>11 <b>A One box. One box that size, (indicating).</b></p> <p>12 Q Well, it surprises me because we've received</p> <p>13 a considerable amount of documents that are being</p> <p>14 represented as your documents that exceed the volume</p> <p>15 of one box.</p> <p>16 <b>A Well, that's what I shipped them.</b></p> <p>17 MR. SCHULTZ: Counsel, as we talked about</p> <p>18 with Michael Strap, there were eight zip drives that</p> <p>19 were included in the box.</p> <p>20 THE WITNESS: Oh, I didn't count that,</p> <p>21 right.</p> <p>22</p>	<p style="text-align: right;">23</p> <p>1 <b>it, and yes, when I left they were just part of the</b></p> <p>2 <b>files that I packed up and left with.</b></p> <p>3 Q Was that on your home computer, your</p> <p>4 personal computer? Let me rephrase that. Was that on</p> <p>5 your personal computer?</p> <p>6 <b>A I'm not sure I understand what you're</b></p> <p>7 <b>asking, was it on my personal computer.</b></p> <p>8 Q You saved these zip drives electronically, I</p> <p>9 assume, on a computer, correct?</p> <p>10 <b>A Right.</b></p> <p>11 Q Okay. Was it your work computer, or your</p> <p>12 personal computer?</p> <p>13 <b>A Probably saved it whenever -- with my work</b></p> <p>14 <b>computer most likely.</b></p> <p>15 Q And how did you get it on -- well, let me --</p> <p>16 did you ever transfer it to your personal computer?</p> <p>17 <b>A No. I just have it on my -- I have these --</b></p> <p>18 <b>I just happened to have these zip drives, and I don't</b></p> <p>19 <b>have a -- that's all I have, is I have the zip drives</b></p> <p>20 <b>and I put them in there whenever I was asked for what</b></p> <p>21 <b>do I have, what information do I have.</b></p> <p>22</p>
<p style="text-align: right;">22</p> <p>1 BY MR. ROBERTSON:</p> <p>2 Q So these zip drives were electronic</p> <p>3 documents, right?</p> <p>4 <b>A Yeah, they were -- that's right.</b></p> <p>5 Q And they were -- so it wasn't all hard copy</p> <p>6 documents that you produced?</p> <p>7 <b>A Yeah, I forgot about the zip drives. That's</b></p> <p>8 <b>right.</b></p> <p>9 Q And the eight zip drives were --</p> <p>10 <b>A A mixture of different things that --</b></p> <p>11 Q I have to finish my question, Mr. Gounaris.</p> <p>12 <b>A I apologize. Let's go on. Sorry.</b></p> <p>13 Q The eight zip drives, were they IBM</p> <p>14 documents?</p> <p>15 <b>A They were a mixture of work documents that I</b></p> <p>16 <b>had and files for personal, as well as work-related</b></p> <p>17 <b>kind of things that I had.</b></p> <p>18 Q So some of them were IBM documents, correct?</p> <p>19 <b>A Could be. I didn't really examine them.</b></p> <p>20 Q Did you take these zip drives when you left</p> <p>21 the employment of IBM in 2000?</p> <p>22 <b>A I had a zip drive and I backed things up on</b></p>	<p style="text-align: right;">24</p> <p>1 (Exhibit 1 was marked for identification and</p> <p>2 was attached to the transcript.)</p> <p>3 BY MR. ROBERTSON:</p> <p>4 Q Let me just ask you to take a minute and</p> <p>5 look at what I've marked as Exhibit 1, which was a</p> <p>6 Deposition Notice and a subpoena. Have you seen that</p> <p>7 before?</p> <p>8 <b>A Yes.</b></p> <p>9 Q And you authorized counsel to accept service</p> <p>10 of the subpoena on your behalf, correct?</p> <p>11 <b>A Yes.</b></p> <p>12 Q Okay. And the subpoena required you to</p> <p>13 locate and identify responsive documents?</p> <p>14 <b>A Right.</b></p> <p>15 Q And did you go and do that?</p> <p>16 <b>A I sent everything I had in a box to Will's</b></p> <p>17 <b>attention, I think prior to just -- maybe even</b></p> <p>18 <b>before -- I don't recall exactly the date, but it was</b></p> <p>19 <b>around the same time as this come out.</b></p> <p>20 Q Okay. So subsequent to the production you</p> <p>21 made to Mr. Schultz, did you make any effort to go</p> <p>22 back and determine whether you had any other documents</p>